

**Objection Deadline: May 26, 2013 at 4:00 p.m. (Prevailing Eastern Time)**

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Gary S. Lee  
Lorenzo Marinuzzi  
Jennifer Marines  
Meryl L. Rothchild

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Case No. 12-12020 (MG)

## Chapter 11

Jointly Administered

**NOTICE OF FILING OF LEWIS KRUGER'S THIRD MONTHLY FEE REPORT  
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM APRIL 1, 2013 THROUGH APRIL 30, 2013**

**PLEASE TAKE NOTICE** that pursuant to the *Order Granting Debtors’ Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103] entered by the Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), Lewis Kruger is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Mr. Kruger’s capacity as Chief Restructuring Officer in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the “Debtors”). Attached hereto as

Exhibit 1 is Mr. Kruger's third monthly fee report for the period from April 1, 2013 through April 30, 2013 (the "Monthly Fee Report").

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **May 26, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi, Jennifer Marines and Meryl L. Rothchild); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention: Ken Ziman & Jonathan H. Hofer);

(h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Greg Horowitz); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

**PLEASE TAKE FURTHER NOTICE** that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: May 6, 2013  
New York, New York

Respectfully submitted,

/s/ Gary S. Lee

Gary S. Lee  
Lorenzo Marinuzzi  
Jennifer Marines  
Meryl L. Rothchild  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

*Counsel for the Debtors and  
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**Exhibit 1**

# RESCAP

May 6, 2013

Re: Mr. Kruger (Monthly Fee Report)

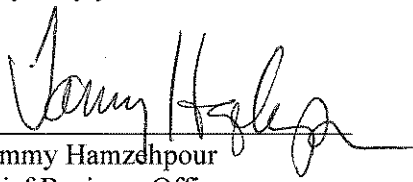
In accordance with the *Order Granting Debtors' Motion Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code for an Order Authorizing the Debtors to Appoint Lewis Kruger as Chief Restructuring Officer* [Docket No. 3103], annexed herewith is the billing report of Lewis Kruger covering the period from April 1, 2013 to April 30, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Mr. Kruger seeks payment of \$151,255.00 for professional services rendered, and \$280.52 for expense reimbursements for this period.

The professional services rendered by Mr. Kruger and so covered by this Monthly Fee Report include:

- Guide and manage the Debtors, the Creditors' Committee, and other constituencies and their respective advisors in settlement communications and negotiations, analyses of term sheets, and preparation for the global plan settlement mediation with the purpose of assisting parties in negotiating and formulating a joint plan, as well as participate in mediation lead by Judge Peck;
- Engage in discussions with key constituents to discuss potential settlement structures of monoline claims, certain class action claims, and strategy related thereto in connection evaluating potential creditor recoveries and settlement negotiations relating to same;
- Analyze the Debtors' need to extend exclusivity with a purpose towards the Debtors' ability to file a joint plan;
- Negotiate with the RMBS Trustees, Kathy Patrick, and other parties in interest in connection with RMBS claims and settlement litigation, and discussing issues related thereto;
- Coordinate communications among the Debtors, the Creditors' Committee, senior unsecured noteholders, and other parties in interest in connection with intercompany claims and related issues, including the *STN* motion to prosecute claims on behalf of the estates, and responses thereto; and
- Provide strategic leadership to the Debtors' executive management team relating to a broad variety of issues relating to the management of the estates, including asset monetization, insurance, and employment related issues.

Attached please find: (i) a summary of hours devoted and amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit A; (ii) a description of professional services and/or tasks comprising each project category to which Mr. Kruger expended time and for which he seeks compensation, annexed hereto as Exhibit B; and (iii) a detailed list of expenses incurred in connection with these chapter 11 cases for which Mr. Kruger seeks reimbursement, annexed hereto as Exhibit C. Detailed time entries are available for review upon request.

Very truly yours,

  
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Tammy Hamzeshpour  
Chief Business Officer

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**Residential Capital, LLC**

1100 Virginia Drive  
Telephone: 215-682-1307  
ny-1088994

Fort Washington, PA 19034  
E-mail: tammy.hamzeshpour@amacrescap.com

**EXHIBIT A**

**Monthly Fee Report  
April 1, 2013 – April 30, 2013**

<b>Project Category</b>	<b>Hours</b>	<b>Rate</b>	<b>Value</b>
1 - Plan Mediation	100.0	\$ 895.00	\$ 89,500.00
2 - Plan – General	21.5	\$ 895.00	\$ 19,242.50
3 - RMBS Settlement	2.5	\$ 895.00	\$ 2,237.50
4 - Claims Management	25.5	\$ 895.00	\$ 22,822.50
5 – Hearings	0.0	\$ 895.00	--
6 - Estate Management	19.5	\$ 895.00	\$ 17,452.50
<b>TOTAL</b>	<b>169.0</b>		<b>\$ 151,255.00</b>

**EXHIBIT B**

**Project Category Descriptions**

<b>Project Category</b>	<b>Services Provided / Task Description</b>
1 - Plan Mediation	Communicating and meeting with the Mediator to discuss progress of settlement negotiations between the Debtors and Mediation Parties and respective positions relating thereto, providing guidance to parties on term sheets outlining proposed settlements and plan terms, reviewing potential creditor recovery allocations, and preparing for and participating in global mediation summit.
2 - Plan - General	Assisting the Debtors in analyzing and negotiating a plan and potential recovery scenarios pursuant to settlement discussions with the Debtors and their creditors and key stakeholders, including the Creditors' Committee, and assisting such parties in working towards a consensual chapter 11 plan.
3 - RMBS Settlement	Communicating with the Debtors and RMBS Trustees in connection with RMBS claims and settlement litigation, and discussing issues related thereto.
4 - Claims Management	Meeting with the Debtors' respective management teams and professionals and the Creditors' Committee in connection with intercompany claims and issues relating thereto, including receipt of <i>STN</i> motion and responses thereto, as well as discussions concerning potential paydown of junior secured bond debt and impact on other claims, and Debtors' extension of their exclusive period to file a plan.
5 - Hearings	Preparing for and attending hearings.
6 - Estate Management	Participating in discussions the Debtors' respective management teams and professionals to oversee the estate management plan, and analyzing impact of treatment of claims, asset monetization, employee issues, payments, severance, and insurance coverage issues on the estates so as to manage the Debtors' resources to effectively and efficiently throughout the chapter 11 process.

**EXHIBIT C**

**Expense Detail**

<b>TRANSPORTATION</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
4/2/2013	\$ 23.00	Cab to MoFo from Kay Handley AIG.
4/8/2013	\$ 16.00	Cab to MoFo.
4/8/2013	\$ 12.00	Cab home from MoFo.
4/15/2013	\$ 12.00	Cab home from MoFo.
4/17/2013	\$ 6.00	Cab to MoFo from Blackstone.
4/17/2013	\$ 6.00	Cab to Blackstone from MoFo.
4/17/2013	\$ 15.00	Cab home from MoFo.
4/17/2013	\$ 7.50	Cab to MoFo from home.
4/18/2013	\$ 5.50	Cab home from MoFo.
4/24/2013	\$ 11.00	Cab from home to MoFo.
4/26/2013	\$ 12.50	Cab to board meeting.
4/29/2013	\$ 17.50	Cab to MoFo.
4/29/2013	\$ 12.00	Cab to Ally Bank Office.
4/30/2013	\$ 22.50	Cab to MoFo from Court with G. Lee and J. Haims.
<b>TOTAL:</b>	<b>\$ 156.00</b>	
<b>MEALS</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
4/2/2013	\$ 124.52	Lunch with Kay Handley AIG.
<b>TOTAL:</b>	<b>\$ 124.52</b>	
<b>COPIES; TELEPHONE CHARGES</b>		
<b>Date</b>	<b>Amount</b>	<b>Business Purpose</b>
N/A	N/A	N/A



MISCELLANEOUS		
Date	Amount	Business Purpose
N/A	N/A	N/A
APRIL EXPENSE TOTAL:	\$ 280.52	